

ITEL

RECORDATION NO. 9756-88 ✓
FILED 1425

JAN 22 1988 9 45 AM

INTERSTATE COMMERCE COMMISSION
Ite Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

RECORDATION NO. 13554-F
FILED 1425

JAN 22 1988 9 45 AM

INTERSTATE COMMERCE COMMISSION

8 022A015

No. _____
Date JAN 22 1988
Fee \$ 30.00
ICC Washington, D.C.

December 30, 1987

RECORDATION NO. 14165-KKK
FILED 1425

JAN 22 1988 9 45 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Amendment No. 3 dated December 22, 1987, to the Sublease Agreement dated October 21, 1981, between East Camden and Highland Railroad Company and Green Bay and Western Railroad Company

Dear Ms. McGee:

On behalf of Ite Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$30 recordation fee.

Please record this Amendment under the Sublease Agreement dated October 21, 1981, between East Camden and Highland Railroad Company and Green Bay and Eastern Railroad Company which was filed with the ICC on February 18, 1982, under Recordation No. 13554. Please cross-index this Amendment to the Lease Agreement dated April 25, 1978, as amended, between Ite Rail Corporation and East Camden and Highland Railroad Company, which was filed with the ICC on October 11, 1978 under Recordation No. 9756. Please also cross-index this Amendment to the Equipment Trust Agreement dated January 1, 1982, between Ite Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

Hon. Noreta R. McGee
Interstate Commerce Commission
December 22, 1987
Page Two

The parties to the aforementioned instrument are listed below:

East Camden and Highland Railroad Company (Sublessor)
P.O. Box 3180
East Camden, Arkansas 71701

Green Bay and Western Railroad Company (Sublessee)
P.O. Box 2507
Green Bay, Wisconsin 54306

This Amendment reflects the change to mechanical designation "XP" the boxcars bearing reporting marks from within the series GBW 10000-10049.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,



Patricia Schumacker
Legal Department

PS/ke

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker
55 Francisco Street
San Francisco, CA 94133

Dear

Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/22/88 at 3:45PM, and assigned recordation number(s). 13554-F, 9756-DD & 14165-KKK

Sincerely yours,

Nesta R. McGee

Secretary

Enclosure(s)

09/28/87

REGISTRATION NO. 13554-F

FILED 1428

REGISTRATION NO. 14165-MKK

FILED 1428

JAN 22 1988 3 45 PM

REGISTRATION NO. 9756-DS

FILED 1428

JAN 22 1988 - 3 45 PM

INTERSTATE COMMERCE COMMISSION

JAN 22 1988 - 3 45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 3 (the "Amendment") to that certain Sublease Agreement (the "Sublease") dated as of October 21, 1981, between EAST CAMDEN AND HIGHLAND RAILROAD COMPANY as sublessor ("Sublessor") and GREEN BAY AND WESTERN RAILROAD COMPANY as sublessee ("Sublessee") is made this 22nd day of December, 1987, by and between Sublessor and Sublessee.

RECITALS:

- A. Sublessor is the Lessee and Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, ("Itel Rail") is the Lessor under that certain Lease Agreement dated as of April 26, 1978 pursuant to which Itel Rail leased to Sublessor the equipment described therein.
- B. Sublessor, with the consent of Itel Rail, subleased fifty (50) of the fifty-foot (50') boxcars (the "Cars") to Sublessee under the Sublease.
- C. Pursuant to the letter dated October 6, 1986, the Cars bearing the reporting marks GBW 10002 and GBW 10025 were terminated from the Sublease.
- D. The Cars have been modified to bear the XP mechanical designation of the Association of American Railroads.

NOW, THEREFORE, the parties hereto agree to amend the Sublease as follows:

1. All terms defined in the Sublease shall have their defined meanings when used in this Amendment.
2. Effective September 1, 1987, Equipment Schedules No. 1 and No. 2 attached to the Sublease shall be deleted in their entirety and respectively replaced by Equipment Schedules No. 1.A. and No. 2.A., attached hereto.
3. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

THIS INSTRUMENT IS A SECURITY INTEREST IN
EAST OF ITEL RAILROAD COMPANY, RAIL DIVISION,
PHILADELPHIA, PENNSYLVANIA, IN ITS
RAIL CORPORATION, INC., DATED 10/20, 1986.

ASSIGNED TO FIRST SECURITY BANK
OF PHILADELPHIA, JUDEN
A LEASE ASSIGNMENT

4. This Amendment may be executed by the parties hereto in any number of counterparts and all such counterparts taken together shall be deemed to constitute one and the same instrument.

**EAST CAMDEN AND HIGHLAND
RAILROAD COMPANY**

By: *L. R. Jones*

Title: *Vice President*

Date: *12/20/87*

**GREEN BAY AND WESTERN
RAILROAD COMPANY**

By: *J. J. Bruley*

Title: *President*

Date: *12/11/87*

ACKNOWLEDGEMENT AND CONSENT:

ITEL RAIL CORPORATION

By: *D. P. Hayes*

Title: *President*

Date: *12/22/87*

STATE OF Arkansas)
COUNTY OF Calhoun) ss:

On this 20th day of October, 1987, before me personally appeared George R. O'Connor, to me personally known, who being by me duly sworn says that such person is Vice President of East Camden and Highland Railroad Company, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner
Notary Public

My Commission Expires June 18, 1995

STATE OF Wisconsin)
COUNTY OF Brown) ss:

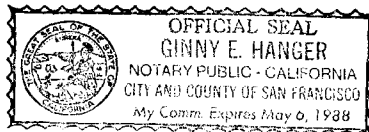
On this 11th day of December, 1987, before me personally appeared Jerold J. Bruley, to me personally known, who being by me duly sworn says that such person is president of Green Bay and Western Railroad Company, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy M. Bruley
Notary Public 6-11-90 6

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 22nd day of December, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ginny E. Hanger
Notary Public



EQUIPMENT SCHEDULE NO. 1.A.

Itel Rail Corporation hereby leases the following Cars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Sublease Agreement dated as of October 21, 1981.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors
				Inside Width	Height	Width
XP	50' General Purpose Boxcar, Plate C, End of Car Cushioning Nailable Steel Floors, 100-Ton Trucks	GBW 10000- 10001, 10003- 10024	50'6"	9'6"	11'1"	12' Plug

This Equipment Schedule replaces Equipment Schedule No. 1 which was fully executed on No 1981.

**EAST CAMDEN AND HIGHLAND
RAILROAD COMPANY**

By: [Signature]
Title: Vice President
Date: 10/24/87

**GREEN BAY AND WESTERN
RAILROAD COMPANY**

By: [Signature]
Title: President
Date: 12/11/87

ACKNOWLEDGEMENT AND CONSENT:

ITEL RAIL CORPORATION

By: [Signature]
Title: President
Date: 12/22/87

EQUIPMENT SCHEDULE NO. 2.A.

Itel Rail Corporation hereby leases the following Cars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Sublease Agreement dated as of October 21, 1981.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width
XP	50' General Purpose Boxcar, Plate C, End of Car Cushioning Nailable Steel Floors, 100-Ton Trucks	GBW 10026- 10049	50'6"	9'6"	11'1"	12' Plug

This Equipment Schedule replaces Equipment Schedule No. 2 fully executed on April 27, 1982

**EAST CAMDEN AND HIGHLAND
RAILROAD COMPANY**

By: 

Title: Vice President

Date: 12/20/87

**GREEN BAY AND WESTERN
RAILROAD COMPANY**

By: 

Title: President

Date: 12/11/87

ACKNOWLEDGEMENT AND CONSENT:

ITEL RAIL CORPORATION

By: 

Title: President

Date: 12/22/87

STATE Arkansas)
) ss:
COUNTY OF Calhoun)

On this 20th day of October, 1987, before me personally appeared George R. O'Connor, to me personally known, who being by me duly sworn says that such person is Vice President of East Camden and Highland Railroad Company, that the foregoing Equipment Schedules No. 1.A. and No. 2.A. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

Melba J. Turner
Notary Public

My Commission Expires June 18, 1995

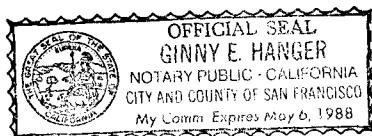
STATE OF Wisconsin)
) ss:
COUNTY OF Brown)

On this 11th day of December, 1987, before me personally appeared Jerold J. Bruley, to me personally known, who being by me duly sworn says that such person is president of Green Bay and Western Railroad Company, that the foregoing Equipment Schedules No. 1.A. and No. 2.A. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

Dorothy M. Bruley
Notary Public 6-11-90

STATE OF California)
COUNTY OF San Francisco) ss:

On this 22nd day of December, 1987, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 1.A. and No. 2.A. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public